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CLAIM AMENDMENTS

1. (original) A compound of formula

$$\mathbb{R}^3$$
 \mathbb{R}^3
 \mathbb{R}^3
 \mathbb{R}^3
 \mathbb{R}^3
 \mathbb{R}^3
 \mathbb{R}^3
 \mathbb{R}^4
 \mathbb{R}^4
 \mathbb{R}^5
 \mathbb{R}^6
 \mathbb{R}^7
 \mathbb{R}^6

wherein

R¹ and R² are chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN,

-S-loweralkyl, amino, acyl, lower aminoalkyl, alkylsulfonyl, arylsulfonyl, a sugar, a glucuronide and a sugar carbamate;

R³ is chosen from H, -OH, fluoro and -O-loweralkyl;

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 R^{3a} is chosen from H and fluoro, or R^{3a} and R^{3} together are =0;

R⁴ is chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN,

-S-loweralkyl, amino, acyl and lower aminoalkyl, alkylsulfonyl, arylsulfonyl;

Q is chosen from a direct bond, -O-, -S-, -NH-, -CH₂O-, -CH₂NH-, -C(=O)-, -CONH-, -NHCO-, -O(C=O)-, -(C=O)O-, -NHCONH-, -OCONH- and -NHCOO-;

A is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted aryl, substituted arylalkyl, and oxaalkyl of four to fifty carbons; and, when Q is a direct bond, -C(=O) or -O(C=O)-, A may additionally be methylene;

 R^5 forms a five- to seven-membered ring with A or R^6 ; R^6 is alkyl, forms a double bond with A or forms a five- to seven-membered ring with R^5 ; R^7 is alkyl or together with R^5 or R^6 forms a second five- to seven-membered ring; and when Q is not -O- or -CH₂NH-, R^5 ,may additionally be alkyl or aryl; and

X is an anion.

2. (original) A compound chosen from three isomers of formulae:

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and

wherein

 R^1 and R^2 are chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN,

-S-loweralkyl, amino, acyl, lower aminoalkyl, alkylsulfonyl, arylsulfonyl, a sugar, a glucuronide and a sugar carbamate;

R³ is chosen from H, -OH, fluoro and -O-loweralkyl;

R^{3a} is chosen from H and fluoro, or R^{3a} and R³ together are =O;

R⁴ is chosen from H, halogen, -OH, loweralkyl, -O-loweralkyl, -CN,

-S-loweralkyl, amino, acyl and lower aminoalkyl, alkylsulfonyl, arylsulfonyl;

Q is chosen from a direct bond, -O-, -S-, -NH-, -CH₂O-, -CH₂NH-, -C(=O)-, -CONH-, -NHCO-, -O(C=O)-, -(C=O)O-, -NHCONH-, -OCONH- and -NHCOO-;

A is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted aryl, substituted arylalkyl and oxaalkyl of four to fifty carbons; and, when Q is a direct bond, -C(=O) or -O(C=O)-, A may additionally be methylene;

Y is chosen from C_2 to C_{20} hydrocarbon, substituted alkyl of 2 to 20 carbons, substituted arylalkyl and oxaalkyl of four to fifty carbons;

 R^6 and R^{6a} are alkyl or together with Y form a first five- to seven-membered ring; R^7 and R^{7a} are alkyl or together form a second five- to seven-membered ring; and X_2 is either a dianion or two monoanions.

3. (original) A compound according to claim 2 chosen from three isomers of formulae:

$$R^{3a}$$
 R^{3} R^{3a} R^{3a}

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$$\mathbb{R}^{38}$$
 \mathbb{R}^{3} \mathbb{R}^{3} \mathbb{R}^{38} \mathbb{R}^{3} \mathbb{R}^{38} \mathbb{R}^{3

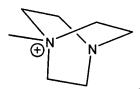
and

$$R^{3a}$$
 R^{3} R^{3} R^{3} R^{7a} R^{7

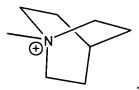
4. (currently amended) A compound according to any of claims 1, 2 or 3 claim 1 or 2 wherein R⁷ forms a second six-membered ring.

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- 5. (currently amended) A compound according to any of claims 1 to 4 claim 1 or 2 wherein Q-A- is chosen from (C₂ to C₂₀ hydrocarbon), -O-(C₂ to C₂₀ hydrocarbon), -NH(C₂ to C₂₀ hydrocarbon) and oxaalkyl of four to fifty carbons.
- (currently amended) A compound according to any of claims 1 to 5 claim 1 or 2 wherein R¹ and R² are chosen from H, halogen, -OH, and methoxy;
 R³ is -OH; and
 R⁴ is fluoro.
- 7. (currently amended) A compound according to any of claims 1 to 5 claim 1 or 2 wherein R¹ and R² are chosen from a sugar, a glucuronide and a sugar carbamate; R³ is -OH; and R⁴ is fluoro.
- 8. (currently amended) A compound according to any of claims 1 or 4 to 7 claim 1 or 2 wherein R⁵,R⁶ and R⁷ taken together form a diazabicyclooctane quat:



9. (currently amended) A compound according to any of claims 1 or 4 to 7 claim 1 or 2 wherein R⁵,R⁶ and R⁷ taken together form a quinuclidinium quat:



10. (currently amended) A compound according to any of claims 2 to 7 claim 2 wherein R⁷ and R^{7a} taken together form a diazabicyclooctane bisquat:

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$$\begin{array}{c|c} & & & \\ \hline \end{array}$$

11. (currently amended) A compound according to claim 8 claim 1 of formula:

12. (currently amended) A compound according to elaim 10 claim 2 of formula:

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- 13. (currently amended) A compound according to any of claims 2 to 7 claim 2 wherein R^6 , R^{6a} , R^7 and R^{7a} are alkyl and Y is chosen from C_2 to C_{10} alkylene and xylylene.
- 14. (currently amended) A compound according to any of claims 1 to 13 claim 1 or 2 wherein Q-A- is

15. (currently amended) A compound according to any of claims 1, 6 or 7 claim 1 wherein R⁵ forms a six-membered ring with A;

 R^6 forms a double bond with A; and

R⁷ is alkyl:

16. (currently amended) 1-{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-1-azoniabicyclo[2.2.2]octane chloride, according to claim 1

17. (currently amended) 1-{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-

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hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-4-aza-1-azoniabicyclo[2.2.2]octane bromide, according to claim 1

18. (currently amended) 1,4-bis{4-[(4-{(2S,3R)-1-(4-fluorophenyl)-3-[(3S)-3-(4-fluorophenyl)-3-hydroxypropyl]-4-oxoazetidin-2-yl}phenoxy)methyl]benzyl}-1,4-diazoniabicyclo[2.2.2]octane dibromide, according to claim 2

$$F \xrightarrow{OH} \xrightarrow{O} \xrightarrow{H} \xrightarrow{O} \xrightarrow{Br} \xrightarrow{F} \xrightarrow{N} \xrightarrow{O} \xrightarrow{H} \xrightarrow{O} \xrightarrow{F}$$

- 19. (currently amended) A compound according to any of claims 1 to 18 claim 1 or 2 wherein X or X₂ is a pharmaceutically acceptable anion.
- 20. (original) A compound according to claim 19 wherein X is an anion chosen from the group consisting of hydroxide, acetate, benzenesulfonate (besylate), benzoate, bicarbonate, bisulfate, carbonate, camphorsulfonate, citrate, ethanesulfonate, fumarate, gluconate, glutamate, bromide, chloride, isethionate, lactate maleate, malate, mandelate, methanesulfonate, mucate, nitrate, pamoate, pantothenate, phosphate, succinate, sulfate, tartrate and p-toluenesulfonate.

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21. (currently amended) A compound according to any of claims 2 to 7, 10, 12, 13 or claim 19 wherein X_2 is a dianion chosen from the group consisting of carbonate, citrate, fumarate, lactate, maleate, malate, phosphate, succinate, sulfate and tartrate.

- 22. (currently amended) A pharmaceutical formulation comprising a compound according to any of claims 19 to 21 claim 19 and a pharmaceutically acceptable carrier.
- 23. (original) A pharmaceutical formulation according to claim **22** additionally comprising an inhibitor of cholesterol biosynthesis.
- 24. (currently amended) A method for treating a disorder of lipid metabolism comprising administering a to a mammal a therapeutically effective amount of a compound according to any of claims 19 to 21 claim 19.
- 25. A method according to claim 24, wherein said disorder of lipid metabolism is hyperlipidemia.
- 26. A method according to claim 24, wherein said disorder of lipid metabolism is arteriosclerosis.
- 27. A method for inhibiting the absorption of cholesterol from the intestine of a mammal, which comprises administering an effective cholesterol-absorption-inhibiting amount of a compound according to any of claims 19 to 21 claim 19 to the mammal.

28. - 37. (canceled)